

APPENDIX II

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Innovad

Innovative Development & Manufacturing

CONFIDENTIAL DISCLOSURE AGREEMENT

This Agreement is between

Morris Reese

(hereinafter called "Recipient")

and Daniel Henderson, President of Innovad (hereinafter called "Owner").

The Owner possesses certain confidential information concerning a

Call center and playing systems

as depicted and described in the Attachments listed hereunder

which the Owner will disclose in confidence to the Recipient.

In consideration of said disclosure, Recipient agrees to treat the information disclosed as confidential, and will use the same efforts as are regularly employed by it with respect to its own confidential information to avoid disclosure to others.

The recipient will not divulge or use in any manner any of the confidential information that it receives from the Owner, unless by written consent from the Owner. Provided, of course, that this obligation to treat information confidentially will not apply to any information already in Recipient's possession and disclosed as such, to Owner, prior to signing this agreement.

The Recipient will return all information and copies to the Owner if requested to do so by Owner or his appointed agent.

The laws of the STATE OF TEXAS shall govern the interpretation and enforcement of this Agreement, In particular, the trade secret laws of the STATE OF TEXAS shall apply.

Venue for suit on the construction or enforcement of this Agreement shall be Tarrant County, Texas.

RECIPIENT *Morris Reese*

By:

Name:

Title:

Company Name if signing as an agent:

Date of signature

12-10-93

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